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## Amendments to the Claims

This listing of claims replaces all prior versions, and listings, of claims in the application:

### Listing of Claims:

1. (Currently amended) A composite material suitable for use in cushioning and padding applications comprising:
  - a. a petroleum hydrocarbon fluid as the vehicle;
  - b. a rheology modifier selected from the group consisting of poly-1-butene and polyisobutylene; and
  - c. microspheres.
2. (Original) The composite material of claim 1, wherein said petroleum hydrocarbon fluid is selected from the group consisting of saturated polyalphaolefins and polyisobutylene.
3. (Canceled)
4. (Currently amended) The composite material of claim [[3]] 1, wherein said rheology modifier has a molecular weight of about 750,000 to about 5,000,000.
5. (Currently amended) The composite material of claim [[3]] 1, wherein said rheology modifier is polyisobutylene having a molecular weight of about 1,000,000.
6. (Original) The composite material of claim 1, wherein said rheology modifier is dissolved in a lower molecular weight fluid selected from the group consisting of mineral oil and polybutene.
7. (Original) The composite material of claim 1, wherein said microspheres are selected from the group consisting of plastic, glass, ceramic microspheres and mixtures thereof.
8. (Currently amended) The composite material of claim 1, wherein said petroleum hydrocarbon fluid is polyisobutylene or ~~poly-1-butene~~ poly-1-butene of molecular weight 400 to 8,000.
9. (Original) The composite material of claim 1, wherein said microspheres have plastic walls

with a uniform wall thickness and spherical configuration.

10. (Currently amended) The composite material of claim 1, wherein said microspheres have a specific gravity that ranges from [[0.02.]] 0.02 gm/cc to 0.20 gm/cc.

11. (Original) The composite material of claim 1, wherein said microspheres have a diameter of from 10 to 250 microns.